

**BY-LAWS
OF
THE ALUMNI ASSOCIATION OF XAVIER SCHOOL
(AAXS)**

WHEREAS, the Alumni of Xavier School, having benefited from the gift of a Xavier Education, carry an important responsibility in using their gifts in the service of God and of others;

WHEREAS, the Xavier Alumni, as an integral member of the Xavier School community, play an important role in supporting and assisting the School in fulfilling its mission as a Jesuit academic institution Chinese-Filipino in character;

WHEREAS, the Xavier Alumni bear the name of Xavier School in whatever endeavor they undertake, both as individuals and as a group;

WHEREAS, the Xavier Alumni may more effectively carry out their responsibilities as an organized network locally and abroad;

WHEREFORE, We, the ALUMNI ASSOCIATION OF XAVIER SCHOOL, ordain and promulgate the following By-Laws:

**Article I
Policy, Vision and Mission**

Section 1. Policy of the Alumni Association – Consistent with Xavier School’s vision of forming “Men for Others”, the Alumni Association is hereby declared to be a non-stock, non-profit organization of men who, individually and communally, uphold the spirit of Magis and Service: seeking excellence in their every endeavor, and working to alleviate the plight of the poor and marginalized, thereby promoting love of God, country and neighbor.

Section 2. Vision and Mission – The Association shall have the primary objective of serving the Xavier alumni. Recognizing its unique role in the community, the Association shall be a network of cooperation and service for Xavier Alumni from all over the world that will promote fellowship among themselves as well as provide opportunities for them to respond to societal issues in a united though culturally differentiated manner.

The Association shall be a social, cultural, sports and charitable organization seeking to promote the Xavier values on the local and global level through its various socio-cultural and charity works.

The Association shall strive to enable ready access to a Xavier education to children of Xavier alumni and needy but deserving students who, in their time, will contribute to Society by being Men for Others.

**Article II
Principal Office**

Section 1. Principal Office – The principal office of the Association shall be located at Xavier School, San Juan, Metro Manila, Philippines, and at such other place in said municipality as the Board of Trustees may, from time to time, fix.

Article III **Membership**

Section 1. Qualification – Any person who enrolled and attended school in Xavier and whose original batch had already graduated from Xavier School shall be considered an alumnus and automatically considered a member of the Association.

Section 2. Membership Fee – To be a member in good standing, a one-time membership fee of ONE THOUSAND PESOS (PhP1,000.00) shall be paid by each alumnus who graduates from, or whose original batch graduates from, Xavier School. Only members in good standing shall enjoy the benefits and privileges provided by the Association.

The amount of the membership fee may be amended by a three-fourths (3/4) vote of the total membership of the Board of Trustees in a meeting duly called for the purpose.

Any member may also apply in writing for exemption from payment of the membership fee by reason of financial difficulty, which exemption shall require the majority approval of the total membership of the Board of Trustees.

Section 3. Honorary Member – A person may be named an honorary alumnus for his significant contribution to the alma mater and/or the Association. Any member in good standing may nominate a person as honorary alumnus by submitting a recommendation in writing to the Board, together with a brief description of said person's contributions. The Board shall inform the membership of such nomination by at least posting a copy of such nomination in the Association's offices for three (3) consecutive weeks. Should there be no written objection to the nomination submitted to the Board within one (1) month from the date of last posting of notice, the Board may submit such nomination for the approval of the general membership through their respective batch representatives and/or alternates. The unanimous vote of the batch representatives/alternates present during a members' meeting where a quorum is present shall be required for the appointment of honorary alumnus.

An honorary membership is merely a conferment of title. Availment of rights and/or privileges by the honoree shall be subject to majority approval of the total membership of the Board of Trustees.

Section 4. Suspension – As may be decided by a two-thirds (2/3) vote of the total membership of the Board of Trustees, any willful violation of the Association's by-laws, rules and regulations, and resolutions of the Board, and acts deemed detrimental to the interest or reputation of the Association committed by an officer, trustee or member may be grounds for suspension from the Association. Any suspended officer, trustee or member shall lose the rights and privileges granted to him.

Section 5. Readmission – Any officer, trustee or member suspended as provided in Section 4 may file a written request for reinstatement with the Board stating the justification for such reinstatement. Any such suspended member may be reinstated by a two-thirds (2/3) vote of the total membership of the Board of Trustees.

Section 6. Membership Card – Each member in good standing shall be entitled to a membership card from the Association. The Membership Card shall be in such form and design as may be determined by the Board of Trustees. Every Membership Card shall be signed by the President of the Association and shall state on its face, its number, the name and graduating batch of the person in whose favor it was issued and the expiry date.

Article IV
Members' Meetings

Section 1. Batch Representatives – Members of each particular batch shall be represented by their appointed or elected Batch Representative or his Alternate. Batch representatives and, in their absence, their respective alternates, shall be entitled to attend all meetings and shall be authorized to act for and in behalf of the graduating batch which he represents, including the right to vote for the trustees and officers of the Association. Voting by proxy shall not be allowed. For this purpose, the Association, through the Secretary, shall maintain an official list of batch representatives and their respective alternates, which list shall be periodically updated upon receipt of a written notice from any particular batch of any change in their batch representative or alternate.

Section 2. Annual Meetings – The annual meeting of the members shall be held at the principal office of the Association on the third Wednesday of March of each year, unless the same falls on a holiday, in which case the annual meeting shall be held on the fourth Wednesday of March of that particular year.

Section 3. Regular Meetings – All regular meetings shall be held on the third Wednesday of every month at the principal office of the Association, unless written notices of such meetings should fix another day and place within Metro Manila, Philippines .

Section 4. Special Meetings – Special Meetings of the members may be called as the need thereof arises by the Board of Trustees or the President or upon petition of a majority of the general membership as represented by the batch representatives and/or their alternates.

Section 5. Quorum – No election for Officers and Members of the Board of Trustees, appointment of an honorary alumnus or amendment of these By-laws shall be valid unless approved during a members' meeting where at least twenty five (25) batches are present through their respective batch representatives or represented by their respective alternates.

Section 6. Notices – Written notices of the time and place for meetings of the members and for the election for members of the Board of Trustees shall be given personally or by facsimile or electronic mail to all batch representatives and alternates at least two (2) weeks before the date set for such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting.

Section 7. Minutes – Minutes of meetings shall be kept and carefully preserved as a record of the business transacted at such meetings. Minutes of each meeting shall be prepared within three (3) working days from the date of said meeting.

Section 8. Order of Business – As much as practicable, the order of business at any regular meeting shall be as follows:

- a) Call to Order;
- b) Reading and approval of minutes of the previous meeting;
- c) Reports of the officers and committees, if any;
- d) Other Matters; and
- e) Adjournment.

Article V
Election of Officers and Trustees

Section 1. Bi-ennial Election – The bi-ennial Election of Officers and Members of the Board of Trustees shall be held on the third Wednesday of March every two (2) years at 8:00 in the evening, unless the same falls on a holiday, in which case such election shall be held on the fourth Wednesday of March of that particular year.

Section 2. Voting – Any Batch Representative or in his absence, his designated Alternate, included in the official list maintained by the Secretary may vote during the bi-ennial elections for Officers and Members of the Board of Trustees. At least ninety (90) days prior to the date of each election as provided in Section 1 hereof, the Secretary shall disseminate the official list of batch representatives by posting a copy thereof in the Association’s offices and website, and by sending the same through the Association’s email list, for the purpose of confirming the authority of the batch representative and/or alternate named therein.

Section 3. Representation Disputes – No dispute regarding the authority of any particular batch representative and/or alternate to represent his batch shall be considered by the Association unless the same is raised in writing at least sixty (60) days prior to each election date, in which case the vote of said batch whose representation is in dispute shall not be taken and shall remain suspended until such time that such representation issue is duly settled by the batch. Said batch may also submit the issue of its representation for adjudication by the Board of Trustees, which shall decide on the matter within thirty (30) calendar days from its submission to the Board. The decision of the Board of Trustees shall be final, binding and unappealable. The batch whose representation remains in dispute may continue to send a representative to any and all meetings of the Association.

Section 4. Filing of Candidacy – Any member in good standing who wishes to serve as an officer or a trustee of the Association shall file his candidacy with the Association not earlier than sixty (60) days but not later than thirty (30) days prior to the date of each Bi-ennial election. The Association shall formulate and adopt a standard candidacy form, which shall include a statement of commitment that said candidate shall allot the time and effort necessary for the fulfillment of the functions of the position to which he aspires.

Section 5. Elections Committee – An Elections Committee shall be formed at least ninety (90) days prior to each election date, composed of three (3) past presidents of the Association selected randomly by lot by the Board of Trustees. The Elections Committee shall be responsible for the conduct of the elections of Officers and Members of the Board of Trustees.

In the event that the candidacies filed is less than the required number of positions to be filled, the Elections Committee shall open for nomination such positions and number of vacancies in the Board necessary to complete the same.

The Elections Committee shall list all the candidates on a ballot in alphabetical order under each office and shall be voted for at the bi-ennial election of Officers and Members of the Board of Trustees.

The Elections Committee shall be the sole judge of all contests relating to the elections, returns and qualifications of the Officers and Members of the Board of Trustees. It shall ensure that no single graduating batch of Xavier School has more than three (3) members simultaneously serving in the Board of

Trustees. It shall adopt such rules and regulations as may be necessary or desirable for the discharge of its functions.

Section 6. Automatic Membership in Board of Trustees – The President-elect, the Vice-President-elect, the Secretary-elect and the Treasurer-elect shall automatically be members of the Board of Trustees by reason of their election.

Article VI **Board of Trustees**

Section 1. Qualification and Election – The general management of the Association shall be vested in a Board of seventeen (17) members composed of the President, the Vice-President, the Secretary, the Treasurer and eleven (11) Trustees, all of whom shall be voted directly by the members through their respective batch representatives or alternates, and the incumbent Homecoming Chairman and the Chairman of the Council of Elders, both of whom shall serve as *ex-officio* members of the Board without voting rights. They shall be members in good standing and except for the *ex-officio* members, shall be elected every two (2) years in accordance with the provisions of these By-Laws, and shall serve until their successors shall have been elected and duly sworn, provided that, no single graduating batch of Xavier School shall have more than three (3) members simultaneously serving in the Board of Trustees. Any vacancy in the Board of Trustees, except that of President, the Homecoming Chairman and the Chairman of the Council of Elders, may be filled by a majority vote of the remaining Trustees, if still constituting a quorum, and the trustee or trustees so chosen shall serve for the unexpired term.

Section 2. Quorum – The trustees shall act only as a Board, and the individual trustees shall have no power as such. A majority of the trustees shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act, except for the following, which require the majority vote of the total membership of the Board of Trustees:

- (a) any amendment to the Articles of Incorporation, subject to such membership approval as may be required by law;
- (b) any amendment to the By-Laws of the Association, subject to such membership approval as may be required by law;
- (c) to incur such indebtedness as it may deem necessary, or to increase the same, subject to such membership approval as may be required by law;
- (d) to purchase or otherwise acquire in any lawful manner any and all properties, rights, interests or privileges whatsoever deemed necessary or convenient for the Association's business, for an acquisition value of more than One Million Pesos (P1,000,000.00);
- (e) to sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the Association, with a market value of more than One Million Pesos (P1,000,000.00).

Section 3. Meetings – The Board of Trustees shall hold monthly regular meetings on such dates and such places as may be determined by the Board. Special meetings of the Board of Trustees may be called as the need thereof arises by the President or upon petition of a majority of the Board of Trustees.

Section 4. Powers – The Board of Trustees shall have the management of the business of the Association and such powers and authorities as are herein stated in these by-laws or by statutes of the Philippines expressly conferred upon it, or those necessary or incidental thereto. Members of the Board of Trustees shall serve the Association without any compensation.

Without prejudice to the general powers hereinabove conferred, the Board of Trustees shall have the following powers, to wit:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the Association's business and officers;
- b) To purchase or otherwise acquire for the Association, rights or privileges which the Association is authorized to acquire at such price and on such terms and conditions and for such consideration as it shall from time to time see fit;
- c) To pay for any property or rights acquired by the Association or to discharge obligation of the Association.
- d) To delegate, from time to time, any of the powers of the Board which it may lawfully delegate in the course of the current business or businesses of the Association to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the Association with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit and lawful.

Section 5. Minutes – Minutes of all meetings of the Board of Trustees shall be kept and carefully preserved as a record of the business transacted at such meetings. Minutes of each meeting shall be prepared within three (3) working days from the date of said meeting. Any regular member shall have access to such minutes for inspection provided a written request is made and the inspection is done during a working day and during the regular business hours thereof.

Article VII **Officers**

Section 1. General – The officers of the Association shall serve the Association without compensation and shall consist of the following:

- a) A President,
- b) A Vice-President;
- c) Secretary; and
- d) Treasurer.

Section 2. President – It is preferred, although not required, that the President shall have previously served the Association in any capacity for at least one (1) full term. The President shall serve only one (1) term without re-election. He shall have the following powers and duties:

- a) Preside at all meetings of the members and of the trustees;
- b) Exercise general supervision over all the other officers of the Association and appoint the replacement of the Secretary and/or Treasurer from among the members of the Board of Trustees, in case of temporary absence or incapacity;
- c) Execute on behalf of the Association contracts and agreements which the said Association may enter into, as authorized by the Board of Trustees;
- d) Co-sign, co-endorse and deliver all checks, drafts, bills of exchange, promissory notes and orders of payment of sums of

money in the name and behalf of the Association along with the Treasurer;

- e) Submit an annual report of the operations of the Association to the Board of Trustees and such other times as the latter may request, in an annual report thereof to the members at the annual meeting; and
- f) Exercise such other powers and perform such other duties as the Board of Trustees may from time to time fix or delegate.

Section 3. Vice-President – The Vice-President shall actively assist the President in disposing of the business of the Association. In case of death, permanent disability, removal from office or resignation of the President, the Vice-President shall become the President to serve the unexpired term. In case of temporary absence or incapacity of the President, as certified and declared by a majority of the total membership of the Board of Trustees, the Vice-President shall assume the duties of the President until the President shall have returned or his incapacity removed.

Section 4. Secretary – The Secretary shall have the following powers and duties:

- a) Keep full minutes of all meetings of the Board of Trustees and of the members and preserve all official records for inspection of the general membership;
- b) Keep the membership book and the corporate seal of the Association;
- c) Prepare and-submit annual reports required by the Securities and Exchange Commission;
- d) Give, or cause to be given, all notices required by law or by the by-laws of the Association as well as notices of all meetings of the Board of Trustees and of the members; and
- e) Perform such other duties as may be prescribed by the Board of Trustees and/or the President.

In case of death, permanent disability, removal from office or resignation of the President and the Vice-President, the Secretary shall become the President to serve the unexpired term.

Section 5. Treasurer – The Treasurer shall have the following powers and duties:

- a) Have custody of, and be responsible for, all the funds securities and bonds of the Association, and keep a complete and accurate record of receipts and disbursements and other transactions in the corresponding books of accounts of the Association, and see to it that all disbursements and expenditures are evidenced by appropriate vouchers;
- b) Deposit in the name and to the credit of the Association in such bank or banks as may be designated from time to time by the Board of Trustees, all the moneys, funds, securities, bond and similar valuable effects belonging to the Association which may come under his control;

- c) Render an annual statement showing the financial condition of the Association as of the end of each fiscal year and such other financial reports as the Board of Trustees or President may from time to time require;
- d) Ensure that the administrative expenses of the Association shall not exceed thirty percent (30%) of the total expenses incurred by the Association for any particular year; and
- e) Receive and give receipt for all moneys paid to the Association from any source whatsoever, and generally to perform such other duties as may be required by law or prescribed by the Board of Trustees or the President.

The Treasurer may also delegate the routine duties of his office to one or more employees of the Association with the approval of the President.

Section 6. Vacancies in and delegation of Officers – If the office of the Vice-President, Secretary or Treasurer becomes permanently vacant, the remaining Trustees, if still constituting a quorum, may choose a successor or successors from among themselves, who shall hold office for the unexpired term.

Section 7. Term – The term of office of all the officers shall be two (2) years and until their successors are duly elected and sworn, but in no case shall they assume office later than the first day of the fiscal year immediately after their election.

Section 8. Homecoming Chairman – A Homecoming Chairman shall be appointed annually by the Board of Trustees, upon recommendation of the batch celebrating its twenty-fifth (25th) year of graduation from Xavier for that particular year. The Homecoming Chairman shall serve the Association without compensation and be appointed in January of each year, for a term of one (1) year, beginning on the 1st of February of the year of his appointment and automatically terminating at the end of business hours on the 31st of January of the following year.

During his term, the Homecoming Chairman shall be responsible for organizing the alumni homecoming and shall serve as an *ex-officio* member of the Board of Trustees.

Article VIII **Council of Elders**

Section 1. Formation of Council of Elders – Within thirty (30) days from his election, the President shall constitute a Council of Elders, which shall be an advisory body to the Board of Trustees. The members of the Council, who shall not be entitled to any compensation, shall be chosen by the President from any of the past presidents of the Association, distinguished alumni, and officers of the different alumni chapters.

The Council shall elect a Chairman from amongst themselves, who shall preside at all meetings of the Council and shall be an *ex-officio* member of the Board of Trustees. The Council may meet at such time and place as requested by the President, the Chairman of the Council, or upon petition by a majority of the Council members.

Article IX **Council of Presidents**

Section 1. Formation of Council of Presidents – A Council of Presidents shall be constituted among the past presidents of the Association. It shall be given notice to any and all members' meetings and serve as an advisory body to the general membership.

The Council may meet at such time and place as requested by the President, the Chairman of the Council, or upon petition by a majority of the Council members. It shall adopt such rules and regulations as may be necessary or desirable to discharge its functions.

Article X

Establishment and Recognition of Foreign Chapters

Section 1. Definition of a Chapter – A Chapter of the Philippine Parent Association shall be defined as a conglomeration of Xavier School Alumni, with at least twenty (20) members at its inception, organizing themselves as a legal entity and thereby abiding by the laws of the jurisdiction under which it is created, located in any place outside of the Philippines, adhering to the general principles of the Association and the procedures and/or organizational structures as prescribed in these By-Laws, and ready to transact the business of the Association in its respective area. The Philippine Parent Association reserves the right to waive the requirement of having at least twenty (20) members for meritorious reasons.

The Philippine Parent Association shall strive to form Chapters in areas with a significant number of alumni. Initially, these areas have been identified as the United States of America, Canada, China (including Hong Kong), Taiwan and Australia.

Section 2. Formation of a Chapter – Any group of Xavier alumni, at least twenty (20) in number, wishing to form a Chapter shall submit a letter of intent with the Philippine Parent Association, indicating their willingness to adhere to the general principles of the Philippine Parent Association, and abide by the procedures and organizational structures as prescribed in these By-Laws, including a commitment to cease and desist from using the name “Alumni Association of Xavier School” in the event of withdrawal of recognition by the Philippine Parent Association. The letter of intent shall specify its intended area or territory and shall include the names, addresses, telephone numbers and signatures of at least twenty (20) Xavier alumni members who wish to be included in the proposed Chapter.

Section 3. Requirements for Chapters – Aside from complying with the duties set in these By-Laws, the Chapter shall be required to submit quarterly reports of its membership, projects and operations to the Philippine Parent Association which may provide its comments thereon.

A Chapter which adheres to said requirements shall be given a Certificate of Recognition to be issued by the Board of Trustees of the Philippine Parent Association. Said Certificate of Recognition shall declare the specific areas and/or territories covered by the Chapter. The Philippine Parent Association reserves the right to withdraw recognition of any Chapter for any willful violation of these By-Laws, failure to comply with its duties as set forth herein, or any act inimical to the interests and reputation of the Philippine Parent Association. Such withdrawal of recognition shall automatically bar the disavowed Chapter from using the name “Alumni Association of Xavier School”.

Section 4. Number of Chapters in a Country, State or Jurisdiction – There shall be no limitations as to the number of Chapters which may be set-up in a foreign country, state or jurisdiction. Provided, that the setting up of another Chapter in a country, state or jurisdiction in which a recognized

Chapter already operates shall require prior approval of the Philippine Parent Association, to see whether the establishment of said new Chapter would more readily promote the objectives of the Association.

Section 5. Function of Chapters – Foreign Chapters are hereby deemed duly authorized representatives of the Philippine Parent Association within their respective areas. Chapters shall be treated as a mechanism by which the Philippine Parent Association may reach Alumni who have migrated or who reside in other countries and relay the values, principles and ideals of the Philippine Parent Association to the communities therein. It shall be the duty of the respective Presidents of the Chapters to maintain constant and regular communication with the Philippine Parent Association and apprise the latter of the respective Chapter’s activities.

Section 6. Settlement of Conflicts between Chapters – Any conflict which may arise between and among Chapters constituted under this Article shall be amicably settled. Should amicable settlement among the Chapters fail to resolve the conflict, the Philippine Parent Association shall assume jurisdiction over the conflict. All decisions, resolutions or orders arrived at by a majority vote of the Board of Trustees shall be final and binding on the Chapter parties.

Article XI

Establishment and Recognition of Local Districts

Section 1. Definition of a District – A District of the Philippine Parent Association shall be defined as a conglomeration of Xavier School Alumni, with at least twenty (20) members at its inception, located in any place within the Philippines but outside of Metro Manila, adhering to the general principles of the Association and the procedures and/or organizational structures as prescribed in these By-Laws, and ready to transact the business of the Association in its respective area. The Philippine Parent Association reserves the right to waive the requirement of having at least twenty (20) members for meritorious reasons.

Section 2. Formation of a District – Any group of Xavier alumni, at least twenty (20) in number, wishing to form a District shall submit a letter of intent with the Philippine Parent Association, indicating their willingness to adhere to the general principles of the Philippine Parent Association, and abide by the procedures and organizational structures as prescribed in these By-Laws, including a commitment to cease and desist from using the name “Alumni Association of Xavier School” in the event of withdrawal of recognition by the Philippine Parent Association. The letter of intent shall specify its intended area or territory and shall include the names, addresses, telephone numbers and signatures of at least twenty (20) Xavier alumni members who wish to be included in the proposed District.

Section 2. Requirements for Districts – Aside from complying with the duties set in these By-Laws, the District shall be required to submit quarterly reports of its membership, projects and operations to the Philippine Parent Association which may provide its comments thereon.

A District which adheres to said requirements shall be given a Certificate of Recognition to be issued by the Board of Trustees of the Philippine Parent Association. Said Certificate of Recognition shall declare the specific areas and/or territories covered by the District. The Philippine Parent Association reserves the right to withdraw recognition of any District for any willful violation of these By-Laws, failure to comply with its duties as set forth herein, or any act inimical to the interests and reputation of the Philippine Parent Association. Such withdrawal of recognition shall automatically bar the disavowed District from using the name “Alumni Association of Xavier School”.

Section 3. Number of Districts in a Province – As far as practicable, there shall be only one (1) District established or recognized in a given province unless the Philippine Parent Association, in its sole and absolute discretion, determines that the establishment of two (2) or more Districts in one (1) particular province will more readily promote the objectives of the Association. The Philippine Parent Association may also decide to establish and/or recognize only one (1) District for two (2) or more contiguous provinces.

Section 4. Function of Districts – Local Districts shall be treated as a mechanism by which the Philippine Parent Association may reach Alumni who reside in the Province where the District is established and relay the values, principles and ideals of the Philippine Parent Association to the community therein. It shall be the duty of the respective Presidents of the Local Districts to maintain constant and regular communication with the Philippine Parent Association and apprise the latter of the respective District’s activities.

Section 5. Settlement of Conflicts between Local Districts – Any conflict which may arise between and among Local Districts constituted under this Article shall be amicably settled. Should amicable settlement among the Districts fail to resolve the conflict, the Philippine Parent Association shall assume jurisdiction over the conflict. All decisions, resolutions or orders arrived at by a majority vote of the Board of Trustees shall be final and binding on the District parties.

Article XII
Fiscal Year, Accounts and Funds

Section 1. Fiscal Year – The fiscal year of the Association shall begin on the first day of April and shall end on the last day of March of the following year.

Section 2. Inspection of Accounts – The books of accounts and records of the Association shall be open to inspection by any member of the Board of Trustees at all times. Members may inspect said books, accounts and records of the Association at a reasonable time during each business day.

Section 3. Funds – The funds or money of the Association shall be deposited in such bank or banking institutions as may be designated by the Board of Trustees. All disbursement of corporate funds shall be made in checks signed by the officer or officers duly authorized by the Board of Trustees. All checks made shall always be accompanied by vouchers.

Article XIII
Seal

Section 1. Seal – The seal of the Association shall consist of the letters ‘AAXS’ with a Stallion across the letter ‘X’.

Section 2. Use of Seal and Name – The use of the name “Alumni Association of Xavier School”, its acronym “AAXS”, and its seal shall be subject to the approval and control of the Board of Trustees. The Board of Trustees shall promulgate rules, regulations and guidelines concerning their use.

Article XIV
Amendments

Section 1. Amendments – These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the total membership of the Board of Trustees and ratified by a majority of the members at a meeting where at least twenty five (25) batches are present through their batch representative or represented by their respective alternates.

Article XV
Extension of Term and Dissolution

Section 1. Extension of Term – The corporate term of the Association may be extended by majority vote of the total membership of the Board of Trustees and ratified by at least two-thirds (2/3) vote of the members at a meeting where at least twenty five (25) batches are present through their batch representative or represented by their respective alternates.

Section 2. Dissolution – In the event of dissolution of the Association by any of the means recognized under law, the assets of the Association shall, as far as practicable, be distributed to another non-stock, non-profit organization established with the same or similar purpose or purposes as that of the Association, or to the State.

Article XVI
Transitory Provisions

Section 1. The first elections for Officers and Members of the Board of Trustees under these By-Laws shall be held on the third Wednesday of March, 2007.

Section 2. The incumbent President, Officers and Board Members of the Association at the time of adoption of these By-Laws shall continue to exercise the functions of their respective offices until the close of business hours of 31 March 2007.

Adopted by the undersigned, constituting more than the majority of the members, this ___ day of _____ at San Juan, Metro Manila, Philippines.